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DOC #:  
DATE FILED: 5-14-08

SAND, J

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

STRUCTURE PROBE INC.,

Plaintiff,

v.

EMS ACQUISITION CORP. (d/b/a, ELECTRON  
MICROSCOPY SCIENCES),

Defendant.

Civil Action No. 07-CV-3893 (LBS)

**STIPULATION OF DISMISSAL WITH PREJUDICE**

IT IS HEREBY STIPULATED, CONSENTED AND AGREED TO by and between, on the one hand, Structure Probe Inc. ("SPI"), and, on the other hand, EMS Acquisition Corp. (d/b/a Electron Microscopy Sciences) ("EMSA"), through their respective counsel of record, that, pursuant to a settlement between them, all claims and/or counterclaims by SPI against EMSA, and by EMSA against SPI (including those transferred from any other court), in the foregoing actions are hereby dismissed with prejudice, and each party shall bear its own costs and expenses.

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CO CERTIFICATE

  
5/14/08  
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